



# NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 643-4000 • TELEX 255222

September 18, 1980

RECORDATION NO. 6235 FILED 1425

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

SEP 30 1980 -1 00 PM

INTERSTATE COMMERCE COMMISSION

*has my file*  
→  
Re: Filing of Supplement dated as of September 18, 1980, (the "Supplement") to Indenture of Mortgage and Deed of Trust dated as of July 1, 1971, ("Mortgage"), between North American Car Corporation (the "Company"), 222 South Riverside Plaza, Chicago, Illinois, and Harris Trust and Savings Bank, 111 West Monroe, Chicago, Illinois (the "Mortgagee"). Filed under Interstate Commerce Commission Recordation No. 6235.

Dear Secretary:

Enclosed for recording under the Interstate Commerce Act are executed counterparts of the above-described Supplement. Under the Supplement, the Company encumbers the railcars and leases thereof described in the Supplement in favor of the Mortgagee, pursuant to the terms of the Mortgage, and to secure the indebtedness described therein, and the Mortgagee releases certain railcars and leases thereof from the encumbrance of the Mortgage.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

*Philip Hackbarth*

Philip M. Hackbarth  
General Counsel  
Car Leasing Division

PMH/dak  
enclosures

*2 pm copy to [unclear]*

62-15  
RECORDATION NO. 6235-1  
FILED 1420

SEP 30 1980 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL INDENTURE

THIS SUPPLEMENTAL INDENTURE OF MORTGAGE AND DEED OF TRUST DATED THIS 18th day of September, 1980, by and among NORTH AMERICAN CAR CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), NORTH AMERICAN CAR (CANADA) LIMITED, a corporation duly organized and existing under the laws of the Province of Ontario (the "Guarantor"), and HARRIS TRUST AND SAVINGS BANK, an Illinois Banking Corporation, as Trustee (hereinafter referred to as the "Trustee").

W I T N E S S E T H

WHEREAS, the Company and Trustee have heretofore as of the 1st day of July, 1971 executed a certain Indenture of Mortgage and Deed of Trust (hereinafter called the "Indenture"); and

WHEREAS, the Company has given to the Trustee a security interest in and to the Mortgaged Equipment, as therein defined and described; and

WHEREAS, the railcars described on Schedule I hereto, constituting a part of said Mortgaged Equipment, have been sold or become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 12.01 of the Indenture provides that the Company when authorized by resolution of its Board of Directors and the Trustee, from time to time at any time, may, without the consent of Bondholders, enter into an Indenture or Indentures Supplemental to the Indentures to grant, bargain, sell, alien, remise, release, convey, confirm, warrant, assign, cede, charge, mortgage, pledge, transfer, deliver and set over to the Trustee, and subject to the lien of the Indenture, property or properties of the Company, subject to the conditions and restrictions contained in the Indenture, and that such Supplemental Indentures shall form a part of the Indenture.

NOW, THEREFORE, in consideration of the sum of \$1.00 duly paid to the Company and the Guarantor, respectively, by the Trustee at or before the enrolling and delivery hereof and for other valuable consideration, the receipt whereof is hereby acknowledged, the Company and the Guarantor have executed and delivered this Supplemental Indenture; the Company has granted, bargained, sold, aliened, remised, released, conveyed, confirmed, warranted, assigned, ceded, charged, mortgaged, pledged, hypothecated, transferred, delivered and set over, and by these presents does grant, bargain, sell, alien, remise, release, convey, confirm, warrant, assign, cede, charge, mortgage, pledge, hypothecate, transfer, deliver and set over unto the Trustee as in the Indenture provided, and to its successors in Trust and its assigns forever, and has granted and does hereby grant to the Trustee, such successors and assigns a security interest in all right, title and interest of the Company in and to all of the railroad cars described on Schedule A hereto.

The Company hereby warrants that title to the Equipment described on Schedule A is free from all liens, claims and encumbrances other than leases, purchase options, and permitted liens referred to in the Indenture.

The Trustee hereby releases and conveys to the Company the Trust Equipment described on Schedule I hereto.

From and after (but only from and after) the execution of this Supplemental Indenture, the Indenture shall be deemed to be modified as herein provided, and thereafter the Indenture shall be read in connection with this Supplemental Indenture with the same force and effect as if the alterations and modifications set forth in this Supplemental Indenture had been a part of the Indenture at the time of the execution and delivery of the Indenture.

IN WITNESS WHEREOF, the Company, the Guarantor, and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respectable corporate seals, duly attested, to be affixed as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By J. F. Conington  
Vice President

ATTEST:

James M. Sullivan  
Assistant Secretary

NORTH AMERICAN CAR (CANADA) LIMITED

By W. H. Why

ATTEST:

James M. Sullivan  
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By R. E. Mason

VICE PRESIDENT

ATTEST:

C. Pott  
ASSISTANT SECRETARY

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 18th day of September, 1980, before me personally appeared J. J. Conston and James M. Gillespie, to me personally known, who being by me duly sworn say that they are Vice President and Assistant Secretary, respectively, of North American Car Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:  
My Commission Expires March 26, 1983

Lina Prewitt  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 18th day of September, 1980, before me personally appeared P. A. Greenbury and James M. Gillespie, to me personally known, who being by me duly sworn say that they are Vice President and Assistant Secretary, respectively, of North American Car (Canada) Limited, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on this day signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:  
My Commission Expires March 26, 1983

Lina Prewitt  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 26th day of SEPT 1980 before me personally appeared R. G. MASON and C. POTTER to me personally known, who being by me duly sworn say that they are VICE PRESIDENT and ASSISTANT SECRETARY, respectively, of Harris Trust and Savings Bank that one of the seals affixed to the foregoing instrument is the corporate seal of said bank and that said instrument was on this day signed and sealed on behalf of said bank by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

My Commission Expires:  
NOVEMBER 29, 1980

Lanette C. Seay  
Notary Public

NORTH AMERICAN CAR CORPORATION  
FIRST 1971 EQUIPMENT TRUST  
RELEASED CARS

SCHEDULE I

<u>QUANTITY</u>	<u>SERIAL NUMBERS</u>	<u>DESCRIPTION</u>	<u>COST</u>	<u>FAIR VALUE</u>
33	43074 - 43106	Class RB 70-Ton, 50 Foot Refrigerator Cars	\$ 760,634.49	\$ 1,114,658.20

NORTH AMERICAN CAR CORPORATION  
FIRST 1971 EQUIPMENT TRUST  
REPLACEMENT CARS

SCHEDULE A

<u>QUANTITY</u>	<u>SERIAL NUMBERS</u>	<u>DESCRIPTION</u>	<u>COST</u>	<u>FAIR VALUE</u>
7	10872-10878	Class DOT 111A100W3, 70-Ton, 8,800 Gallon Capacity Tank Cars	\$ 178,846.19	\$ 157,384.65
19	41671, 41673-41674, 41676-41691	Class RB - 70-Ton, 50 Foot Refrigerator Cars	400,837.81	151,680.11
27	46998, 52515-52523, 52525-52538, 57248-57250	Class IO 100-Ton, 5,270 Cubic Foot Hopper Cars	852,879.22	710,825.03
4	525257, 525259-525261	Class IO, 100-Ton, 5,270 Cubic Foot Hopper Cars	126,946.48	101,557.19
57			<u>\$ 1,559,509.70</u>	<u>\$ 1,121,446.98</u>